

FROM OPPENHEIMER - L.A.

(THU) 1/17/02 14:09:ST. (4:07/NO. 4860087831 P 3

Client/Matter No. 21454-15

DECLARATION, POWER OF ATTORNEY AND PETITION

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled **SYSTEM AND METHOD OF MANAGING PRE-PAID ELECTRONIC ACCESS TO GOODS, SERVICES AND OTHER CONTENT**, the specification of which is attached hereto.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with 37 C.F.R. § 1.56(a).

I hereby claim the benefit under 35 U.S.C. § 120 or 35 U.S.C. § 119 (e) of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose material information as defined in 37 C.F.R. § 1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

PRIOR UNITED STATES APPLICATION(S)

Application Serial No.	Filing Date	Status
60/261,789	January 17, 2001	Pending

I hereby declare: All statements of my own knowledge are true, and I believe that all statements made on information and belief are true. I make these statements with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001 and that such willful false statements may jeopardize the validity of the application or any patent issued on the application.

POWER OF ATTORNEY

I appoint the following as my attorneys with full power of substitution and revocation, to prosecute said application and to transact in connection therewith all business in the Patent and Trademark Office and before competent International Authorities:

Berman, C., Reg. 29249	Diepenbrock III, A.B., Reg. 39,960	Howell, S.M., Reg. 45,929	MacLean, K.A., Reg. 31,118
Bebys, M.P., Reg. 45,267	Edwards, W.G., Reg. 44,426	Hughes, M.J., Reg. 29,077	McKinley, D., Reg. 42,857
Besworth, M.K., Reg. 28,186	Farber, M., Reg. 32,612	Inskeep, J.W., Reg. 33,910	McRoss, L., Reg. 40,427
Bevasset, L.J., Reg. 24,075	Guernsey, L.B., Reg. 40,008	Iastram, H.D., Reg. 19,777	Morton, C.A., Reg. 44,954
Boyce, J., Reg. 40,920	Guillot, R.O., Reg. 28,852	Kelley, S.S., Reg. 43,449	Nader, R., Reg. P47,260
Brown, M.E., Reg. 28,590	Hamrick, C.A.S., Reg. 22,586	Kennedy, B., Reg. 33,407	Roberts, R.E., Reg. 38,597
Burton, D.L., Reg. 45,323	Hansen, S.R., Reg. 38,486	Khan, T., Reg. 46,273	Rose, A.C., Reg. 17,047
Canter, B., Reg. 34,792	Harris, M.D., Reg. 26,690	Kudla, J.P., Reg. P47,724	Rosenberg, C., Reg. 31,464
Chen, A., Reg. P48,508	Hayden, R.D., Reg. 42,645	Larson, D.N., Reg. 29,401	Sherry, L., Reg. 43,918
Chou, C., Reg. 41,672	Heynick, M., Reg. 44,763	Lazaris, S.J., Reg. 45,981	Smith, G.P., Reg. 20,142
Coleman, B.R., Reg. 39,145	Hickman, P.L., Reg. 28,516	Lorwick, C.J., Reg. 35,244	Swinton, B., Reg. P49,050
Cullinan, L.C., Reg. 39,645	Hilberg, C.R., Reg. P48,740	Lieske, S.C., Reg. 47,749	Wood, G.B., Reg. 28,133
Darrow, C., Reg. 30,166			

whose address is:

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Wherefore I pray that Letters Patent be granted to me for the invention or discovery described and claimed in the foregoing specification and claims, and I hereby subscribe my name to the foregoing specification and claims, declaration, power of attorney, and this petition.

Full name of sole or first inventor **BENIK HOVSEPLAN**

Inventor's signature Date Jan. 17, 2002

Residence: 8306 Wilshire Blvd., #1010, Beverly Hills, California 90211

Citizenship United States

Post Office Address Same as above